

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-01139 (JJF)
)	(Jointly Administered)
)	
Debtors.)	
)	

Affidavit of Katherine Kinsella

I, Katherine Kinsella, being first duly sworn, on oath, state as follows:

1. I am an adult and competent to submit this affidavit. I make this affidavit based on my own personal knowledge and belief.

2. I submit this affidavit in connection with the above referenced bankruptcy cases pending in the United States Bankruptcy Court for the District of Delaware at the request of counsel for the Debtors.

3. I am the President of Kinsella/Novak Communications, Ltd., ("KNC") a nationally recognized advertising and communications firm specializing in the design, preparation and implementation of legal notification programs in class action and bankruptcy cases. I have developed and directed some of the largest and most complex national notification programs in the country. KNC has developed or consulted on over 225 notification programs, placing over \$125 million in media notice. The scope of KNC's work includes notification programs in antitrust, bankruptcy, consumer fraud, mass tort and product liability litigation. Specific cases have involved, among others, breast implants, home siding and roofing products, infant formula, pharmaceuticals, polybutylene plumbing, tobacco and Holocaust claims. I have particular experience in asbestos-related bankruptcies and class actions. Selected cases include: (a) In re Johns-Manville Corp., 68 B.R. 618, 626 (Bankr. S.D.N.Y.) (asbestos); (b) In re Raytech Corp., No. 5-89-00293 (Bankr. D. Conn.) (asbestos); (c) In re The Celotex Corp., Consolidated Case Nos: 90-10016-8B1 and 90-10017-8B1 (Bankr. M.D. Fla.) (asbestos); (d) In re USG Corp., Nos. 01-2094(RJN) through 01-2104(RJN) (Bankr. D. Del.) (asbestos); (e) In re Armstrong World Industries, Inc., No: 00-44721 (JJF) (Bankr. D. Del.) (asbestos); (f) In re Swan

Transportation Co., No. 01-11690 (Bankr. D. Del.) (asbestos); (g) In re Dow Corning, No. 95-20512 (Bankr. E.D. Mich.) (breast implant); (h) In re U.S. Brass Corp., No.94-40823S (Bankr. E.D. Tex.) (polybutylene pipe); (i) In re Holocaust Victim Assets Litigation, No. CV 96-4849 (Consolidated with CV-5161 and CV 97-461) (E.D.N.Y.) (Holocaust); (j) Ahearn v. Fibreboard Corporation, C.A. No. 6:93-CV-526 (E.D. Tex) and Continental Casualty Co. v. Rudd, C.A. No. 6:94cv458 (E.D.Tex.) (asbestos injury); (k) Georgine v. Amchem, Inc., C.A. No. 93-CV-0215 (E.D.Pa.) (asbestos injury); (l) Engle v. RJ Reynolds Tobacco Co., No. 94-08273 CA 20 (Fla. Cir. Ct., Dade County) (tobacco injury); and (m) Backstrom v. The Methodist Hospital, No. H-94-1877 (S.D. Tex.) (TMJ injury).

4. I am the author of: (i) "The Plain Language Tool Kit for Class Action Notice" published in the October 25, 2002 issue of Class Action Litigation Report; (ii) "Quantifying Notice Results in Class Actions – the Daubert/Kumho Mandate" published in the July 27, 2001 issue of Class Action Litigation Report and the August 7, 2001 issue of The United States Law Week; and (iii) "The Ten Commandments of Class Action Notice" published in the September 24, 1997 issue of the Toxics Law Reporter. I am the co-author of "How Viable Is the Internet for Class Action Notice" published in the March 25, 2005 issue of Class Action Litigation Report.

5. On July 19, 2001, the Court entered an Order authorizing the employment and retention of KNC as Notice Consultants for the Debtors. This affidavit outlines the Notice Program implemented by KNC and approved by the Court to reach:

- Holders and potential holders of Asbestos Property Damage Claims in the United States, its territories and its commonwealths, Canada, and other countries outside the United States where Grace products may have been shipped.
- Holders of Other Claims including non-asbestos claims (secured and unsecured claims, environmental claims) and Medical Monitoring Claims (as such terms are defined in the Notice).

6. To design the paid media segment of the Notice Plan, KNC selected demographics that encompass the characteristics of the target audiences. Media vehicles were then analyzed and selected for their strength and efficiency in reaching the demographic targets. For the purposes of developing profiles of the demographics and media habits of Property Claimants, KNC analyzed syndicated data available from the 2001 Doublebase Survey available

from Mediamark Research, Inc. ("MRI").¹ Two targets were selected as more likely to be Property or Other Claimants. These targets were:

- Executives, Managers and Administrators encompassing owners and managers of commercial, residential and public buildings.
- Adults 35+, encompassing commercial, residential and public building owners and managers, and holders of Other Claims.

7. The Summary Bar Date Notice ("Notice"), attached here as Exhibit 1, was published in national newspaper supplements carried in 919 local newspapers throughout the country (See Exhibit 2) as follows:

- (a) An M-page ad (6-3/4"x10-3/4") appeared on page 6 of the June 16, 2002, issue of *Parade* with a circulation of 35,847,000.
- (b) An M-page ad (7"x10-3/4") appeared on page 14 of the June 16, 2002, and page 20 of the June 23, 2002, issues of *USA Weekend* with a circulation of 23,674,000.

8. The Notice was published in consumer magazines as follows:

- (a) A full-page ad (7" x 10") appeared on page 77 of the June 24, 2002, and on page 117 of the July 8, 2002, issues of *Business Week* with a circulation of 971,435.
- (b) A full-page ad (7" x 10") appeared on page 139 of the July 8, 2002, issue of *Forbes* with a circulation of 907,266.
- (c) A full-page ad (7" x 10") appeared on page 147 of the July 8, 2002, issue of *Fortune* with a circulation of 855,208.
- (d) A full-page ad (7" x 10") appeared on page 97 of the July 2002, issue of *Money* with a circulation of 1,907,159.

¹ MRI produces an annual Doublebase, a study of 50,000+ adults consisting of two full years of data. The MediaMark sample consists of 26,000+ respondents. Fieldwork is done in two waves per year, each lasting six months and consisting of 13,000 interviews. At the end of the interview, the fieldworker presents a self-administered questionnaire that measures approximately 500 product/service categories, 6,000 brands, and various lifestyle activities. Resulting data is weighted to reflect the probabilities of selection inherent in the sample design and then balanced so that major study demographics match the most recent independent estimates.

- (e) A full-page ad (5-3/4"x9") appeared in the "Behind the Scenes" section of the July 2002, issue of *National Geographic* with a circulation of 5,000,000.
- (f) A full-page ad (7"x10") appeared on page 93 of the June 24, 2002, and on page 56 of the July 15, 2002, issues of *Newsweek* with a circulation of 3,100,000.
- (g) A full-page ad (7" x 10") appeared on page 96 of the July 8, 2002, and on page 76 of the July 22, 2002, issues of *People* with a circulation of 3,350,000.
- (h) A full-page ad (4-3/4"x6-3/4") appeared on page 43 of the July 2002, issue of *Reader's Digest* with a circulation of 12,500,000.
- (i) A full-page ad (7" x 10") appeared on page 89 of the July 8, 2002, issue of *Sports Illustrated* with a circulation of 3,150,000.
- (j) A full-page ad (7" x 10") appeared on page 71 of the June 24, 2002, on page 83 of the July 8, 2002, and on page 9 of the July 22, 2002, issue of *Time* with a circulation of 4,000,000.
- (k) A full-page ad (4-1/2"x6-7/8") appeared on the back inside cover of the July 27, 2002, issue of *TV Guide* with a circulation of 9,000,000.

9. The Notice was published in national newspapers as follows:

- (a) A quarter-page ad (6-7/16"x10-1/2") appeared on page 17 of the June 16, 2002, and on page 19 of the June 21, 2002, editions of *The New York Times* with a circulation of 1,119,000.
- (b) A quarter-page ad (5-11/16"x10-1/2") appeared on page 11A of the June 28, 2002, and on page 2A of the July 19, 2002, editions of *USA Today* with a circulation of 2,192,000.
- (c) A quarter-page ad (6-27/32"x10-9/16") appeared on page A17 of the June 17, 2002, and A6 of the July 15, 2002, editions of *The Wall Street Journal* with a circulation of 2,101,000.

10. The Notice was published in local newspapers as follows:

- (a) A quarter-page ad appeared on page A5 of the June 17, 2002, edition of the *Kalispell Inter Lake* with a circulation of 16,360.

- (b) A quarter-page ad appeared on page 2 of the June 19, 2002, edition of the *Libby Mountanian* with a circulation of 4,000.
- (c) A quarter-page as appeared on page A7 of the June 19, 2002, edition of the *Libby Western News* with a circulation of 3,675.
- (d) A quarter-page ad appeared on page A7 of the June 17, 2002, edition of the *Missoula Missoulian* with a circulation of 37,818.

11. The Notice was published throughout the US Commonwealths and Territories as follows:

- (a) A 3-column ad (5-7/8"x10-1/2") appeared on page 19 of the June 17, 2002, edition of Guam's *Agana Pacific News* with a circulation of 25,022.
- (b) A 4-column ad (7-1/8"x10-1/2") appeared on page 61 of the June 17, 2002, edition of Puerto Rico's *El Nuevo Dia* with a circulation of 165,907.
- (c) A 4-column ad ((6-1/2"x13") appeared on page 25 of the June 17, 2002, edition of Puerto Rico's *El Vocero* with a circulation of 194,039.
- (d) A 4-column ad (9-17/18"x10-1/2") appeared on page 19 of the June 17, 2002, edition of Puerto Rico's *San Juan Star* with a circulation of 19 32,973.
- (e) A 3-column ad (6"x10-1/2") appeared on page 21 of the June 17, 2002, edition of St. Croix's *Avis* with a circulation of 10,500.
- (f) A 3-column ad (6"x10-1/2") appeared on page 21 of the June 17, 2002, edition of St. John's *Trade Winds* with a circulation of 3,000.
- (g) A 3-column ad (6"x10-1/2") appeared on page 10 of the June 17, 2002, edition of St. Thomas's *News* with a circulation of 16,330.

12. The Notice was published in thirty-five trade publications related to: commercial property, schools, colleges and universities, federal, state and local government, hospitals, hotels and lodgings, airports, churches, malls and shopping centers, and movie theaters. One Publication, *Your Church*, refused to run the Notice citing their own editorial standards. A chart listing dates, page numbers, and relevant publication dates of the trade publications is attached as Exhibit 3.

International Notice

13. The Notice was published in Canadian consumer magazines as follows:

- (a) A full-page ad appeared on page 145 of the July 2002, edition of *Readers Digest* and on page 127 of *Selection du Reader's Digest*, its French language companion, with a combined circulation of 1,222,209.
- (b) A full-page ad appeared on page 143 of the August 2002, edition of *Chatelaine* and on page 143 of its French language companion, with a combined circulation of 918,474.
- (c) A full-page ad appeared on page 129 of the August 2002, edition of *Canadian Living* and on page 142 of *Coup de Ponce*, its French language companion, with a combined circulation of 720,206.
- (d) A full-page ad appeared on page 96 of the July/ August 2002, edition of *Canadian Geographic* with a circulation of 229,130.
- (e) A full-page ad appeared on page 77 of the July 1, 2002, edition of *McLean's* and on page 79 of *L'Actualite*, its French language companion, with a combined circulation of 691,866.

14. To provide broad coverage throughout Canada, two national newspapers and 36 of the largest circulating local newspapers were selected as well as newspapers covering cities with Grace plants, warehouses, and/or sales offices. The names of the publications, dates that the Notice ran, and page number where the Notice appeared are attached as Exhibit 4. Where appropriate and noted, the Notice was published in French.

15. On May 10, 2002, a press release was sent to over 2,000 newspapers, wire services, magazines, and broadcast news outlets through PRNewswire. The release is attached as Exhibit 5. A second version of the release, written specifically for Montana news outlets, was also sent over the wire on May 10, 2002. The Montana release is attached as Exhibit 6.

16. The media program, using national consumer and business magazines, newspaper supplements, and national newspapers, delivers the following reach² and frequency³ measurements⁴:

² Reach is the estimated percentage of a target audience reached through a specific media vehicle or combination of media vehicles.

³ Frequency is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message.

⁴ The media delivery does not include the reach of trade publications or newspapers outside the continental United States as they are not measured.

- The estimated reach in the United States of Executives, Managers and Administrators is 90.1% with an estimated frequency of 4.0 opportunities to see the Notice.
- The estimated reach in the United States of Adults 35+ is 83.1% with an estimated frequency of 3.3 opportunities to see the Notice.
- The estimated reach in Canada of Adults 35+ is 80.3% with an estimated frequency of 1.9 opportunities to see the Notice.

17. In my opinion, the Bar Date Notice Program for Asbestos Property Damage Claims and Other Claims effectively reached a very substantial percentage of persons or entities that may have certain claims against Grace, provided them with several easily comprehensible opportunities to know about, and understand their rights. Therefore, in my opinion, the Bar Date Notice Program for Asbestos Property Damage Claims and Other Claims provided the best notice practicable under the circumstances of this case.

March 24, 2006

Katherine Kinsella
Katherine Kinsella

Signed and Sworn before me this 24th day of March, 2006.

Debra Vaughan
Notary Public

Debra L. Vaughan
Notary Public District of Columbia
My Commission Expires April 14, 2008

